

SALESFORCE.COM INDIA PRIVATE LIMITED | POLICY ON CORPORATE SOCIAL RESPONSIBILITY

This policy is subject to modifications based on: (1) the specific CSR activities proposed to be undertaken by the Company as per Schedule VII of the Companies Act, 2013; and (2) any other specific requirements of the Company.]

Introduction

Salesforce.com India Private Limited ("Company") strongly believes that profitability must go hand in hand with a sense of responsibility and accountability. While pursuing our business strategy, we thrive to operate in a manner that not just continues to generate an attractive return for our shareholders, but also minimizes our impact on the environment and facilitates social and economic development of the community.

The Company's policy on Corporate Social Responsibility ("**CSR Policy**") reflects the objective of the Company to focus on enhancement of long-term value creation for all stakeholders without compromising on its social obligations.

CSR Policy

The Company has developed this CSR Policy in accordance with the requirements set out in Section 135 of the Companies Act, 2013 read with Schedule VII of the Companies Act, 2013 and the Companies (Corporate Social Responsibility) Rules, 2014.

It is the Company's CSR Policy to:

- Direct the Company's Corporate Social Responsibility ("**CSR**") programmes / projects, inter alia, towards:
 - Enhancing environmental and natural capital;
 - Eradicating hunger, poverty and malnutrition;
 - Providing preventive healthcare;
 - Making available safe drinking water and sanitation;
 - Promoting education;
 - Enhancing vocational skills and livelihood enhancement projects;
 - Women empowerment;
 - Promoting of home and hostels for women and orphans;
 - Reducing inequality faced by socially and economically backward groups;
 - Animal welfare /animal care;

- Promoting art, culture and sports and protection of natural heritage;
 - Supporting rural development;
 - Slum area development; and
 - Any other CSR programmes / projects which fall within the purview of activities set out under Schedule VII of the Companies Act, 2013.
- Pursue CSR programmes/ projects primarily in areas that fall within the economic vicinity of the Company's primary operations to enable close supervision and ensure maximum development impact; and
 - Provide equal opportunities to beneficiaries of this CSR Policy as vendors or otherwise on merit.

CSR Committee

The board of directors of the Company ("**Board**") has in its meeting held on 1 May 2015 constituted a corporate social responsibility committee ("**CSR Committee**"). The CSR Committee shall, at all times, comprise a minimum of 3 (three) directors.

The terms of reference of the CSR committee are as follows:

- (a) To formulate and recommend to the Board, a CSR policy which shall indicate the activities proposed to be undertaken by the Company in accordance with Schedule VII of the Companies Act, 2013;
- (b) To review and recommend the amount of expenditure to be incurred on the CSR activities proposed to be undertaken by the Company;
- (c) To monitor the implementation of the CSR Policy from time to time;
- (d) Undertake any other function as required under the Companies Act, 2013 and the Companies (Corporate Social Responsibility) Rules, 2014; and
- (e) Any other matter as may be directed by the Board from time to time.

Secretary: The company secretary of the Company, if any, will act as the secretary to the CSR Committee and will keep a record of the membership of and dates of changes in the membership of the CSR Committee and will also keep a record of the proceedings of the meetings of the CSR Committee.

Chairperson of the CSR Committee: The Board shall from time to time, by consensus, designate a member of the CSR Committee to act as the chairperson of the CSR Committee. All expenses and contributions for CSR activities will be made after approval from the Chairperson of the CSR Committee, which would then be placed before the next meeting of the CSR Committee for noting and record. The Chairperson will ensure that the expenses, contributions and donations are in full compliance with the CSR Policy.

Meetings of the Committee

Frequency of Meetings: The CSR Committee shall hold meetings as and when required, to discuss various issues in relation to implementation of the CSR Policy. The CSR Committee will hold at least [2 (two)] meetings in a financial year.

Attendance at Meetings: Only the members of the CSR Committee are entitled to be present and vote at the meetings of the CSR Committee. However, the CSR Committee may, if it deems fit, invite third party consultants or any other directors or officers of the Company to attend the meetings of the CSR Committee to provide assistance and expert advice in relation to the Company's CSR activities and the effective implementation of its CSR policy. The members may participate in meetings of the CSR Committee through video conferencing or other audio-visual means, subject to the provisions of the Companies Act, 2013.

Notice of Meetings: Meetings of the CSR Committee will be held pursuant to a notice of at least 7 (seven) days. A meeting of the CSR Committee may be called at shorter notice with the consent of all members of the CSR Committee. Subject to compliance with the requirements of the Companies Act, 2013 and the articles of association of the Company, the notice of a meeting of the CSR Committee shall inform the members regarding the options available to them to participate in the meeting through video conferencing mode or other audio visual means and will provide all the necessary information to enable the members of the CSR Committee to participate through video conferencing mode or other audio visual means.

Quorum: No meeting of the CSR Committee may proceed to business or transact any business unless a quorum is present at the start of such meeting and throughout the meeting of the CSR Committee. A quorum of the CSR Committee shall be one-third of its total strength or 2 (two) members, whichever is higher. The participation of the members by video conferencing mode or by other audio-visual means shall also be counted for the purposes of quorum.

Proceedings: Any actions or decisions on matters in relation to CSR activities of the Company will be considered to be approved by the CSR Committee if approved by a majority of the members of the CSR Committee present and voting.

The Chairperson of the CSR Committee will not have a casting vote.

Remuneration of members of the CSR Committee: The Company will compensate the members of the CSR Committee in an amount and manner as determined by the Board from time to time. The Company will also reimburse reasonable expenses incurred by the members of the CSR committee in carrying out their roles and out-of-pocket expenses (including travel expenses) incurred by them for attending meetings of the CSR Committee

Strategy and Intervention

The programmes/projects under this CSR Policy will be undertaken under the supervision of the CSR Committee and may be implemented through a combination of direct intervention by the Company, through trusts, foundations, societies, section 8 companies set up by the Company or its associate companies, and by collaboration with NGOs, business partners, registered societies and other companies having a common CSR objective in the Company's area of operations ("**CSR Partners**"), in order to widen the Company's reach and to leverage upon the collective expertise, wisdom and experience of such CSR Partners .

The Company may also contribute to projects/activities of national interest which are specified in the Schedule VII of the Companies Act 2013.

The CSR Committee will identify CSR projects or programmes or activities to benefit people residing in or near the Company's primary area of operations. The CSR Committee will ensure that the programmes/projects undertaken by the Company are in compliance with the requirements set out in this CSR Policy and the Companies Act, 2013.

The CSR Committee may also use services of expert agencies, consultancy firms etc wherever required for carrying out base line surveys, guidance on project design and implementation, impact assessment surveys etc.

The members of the CSR Committee are authorised to sign memoranda of understanding (MOUs)/agreements with the implementing partners after taking necessary approvals.

All initiatives under the CSR Policy will be approved by the CSR Committee and reviewed periodically by the Board

Budget Allocation and Corpus

The Company will allocate at least 2% (two per cent) of the average net profit of the Company over the 3 (three) immediately preceding financial years, as required under Companies Act, 2013 for the planning and implementation of this CSR Policy.

The CSR Committee will establish an accounting system to ensure programme/project wise accounting of CSR expenditure. All expenditure towards CSR will be approved by the CSR Committee.

The corpus for the purpose of undertaking this CSR Policy would include the following:

- 2% (two per cent) of the average net profit made by the Company over the 3 (three) immediately preceding financial years and any income arising there from; and
- surplus arising out of CSR related activities carried out by the Company and such surplus shall not be part of the business profits of the Company.

The total budget for the each programme/project undertaken as part of this CSR Policy will be decided by the CSR Committee and the same may be

revised by the CSR Committee, from time to time.

- Monitoring and Reporting** The CSR Committee will institute a well-defined monitoring and evaluation mechanism to ensure that each programme/project has:
- clear objectives developed out of the societal needs that are determined through baselines studies and research;
 - clear targets, timelines and measurable parameters wherever possible; and
 - a progress monitoring and reporting framework that is aligned with the requirements of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility) Rules, 2014.

The CSR Committee shall monitor the day-to-day operation of the programmes/projects and will liaise with the Company's CSR Partners to ensure their effective implementation and optimal utilisation of resources and shall periodically report progress to the Board. The Board shall review and monitor progress on each programme/project and CSR expenditure on a quarterly basis.

Deviation from the CSR Policy The Board may, in any individual or collective case, deviate from this CSR Policy, if there are, in its absolute discretion, particular reasons to do so, based on the recommendations of the CSR Committee. In the event of any departure from this CSR Policy, the Board shall record the reasons for such departure in the Board's minutes.

Amendment to the CSR Policy The Board, on the recommendation of the CSR Committee, reserves its right to amend or modify this CSR Policy in whole or in part, at any time without assigning any reason whatsoever.

Disclosure of information This CSR Policy shall be disclosed in the Board's report and shall be published on the Company's website.